

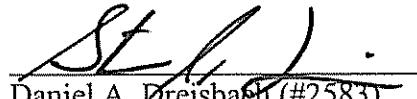
IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

INSULATORS AND ASBESTOS WORKERS )  
LOCAL NO. 14 PENSION FUND, )  
Derivatively on Behalf of 3M COMPANY, )  
Plaintiff, ) C.A. No. 07-416-GMS  
v. )  
GEORGE W. BUCKLEY, LINDA G. ) **JURY TRIAL DEMANDED**  
ALVARADO, VANCE D. COFFMAN, )  
MICHAEL L. ESKEW, W. JAMES )  
FARRELL, HERBERT L. HENKEL, )  
EDWARD M. LIDDY, ROBERT S. )  
MORRISON, AULANA L. PETERS, )  
ROZANNE L. RIDGEWAY, PATRICK D. )  
CAMPBELL, MOE S. NOZARI, )  
FREDERICK J. PALENSKY, RICHARD F. )  
ZIEGLER, )  
Defendants, )  
and )  
3M COMPANY, a Delaware Corporation, )  
Nominal Defendant. )

**3M COMPANY AND THE INDEPENDENT DIRECTORS'  
MOTION TO DISMISS WITH PREJUDICE THE COMPLAINT  
FOR FAILURE TO MAKE A RULE 23.1 DEMAND**

3M Company and Linda G. Alvarado, Vance D. Coffman, Michael L. Eskew, W. James Farrell, Herbert L. Henkel, Edward M. Liddy, Robert S. Morrison, Aulana L. Peters, and Rozanne L. Ridgeway (the "Independent Directors") move this Court for an order in the form attached hereto dismissing with prejudice the complaint for failure to make a Rule 23.1 demand. The grounds for this motion are more fully set forth in 3M And The Independent Directors'

Opening Brief In Support Of Their Motion To Dismiss With Prejudice The Derivative  
Complaint For Failure To Make A Rule 23.1 Demand filed contemporaneously herewith.



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Dated: September 10, 2007

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**JURY TRIAL DEMANDED**

Defendants, )  
)

and )  
)

3M COMPANY, a Delaware Corporation, )  
)

Nominal Defendant. )

**PROPOSED ORDER**

The Court, having considered 3M Company And The Independent Directors' Motion To Dismiss With Prejudice The Complaint For Failure To Make A Rule 23.1 Demand, and good cause having been shown,

IT IS HEREBY ORDERED this \_\_\_\_\_ day of \_\_\_\_\_, 2007 that 3M Company And The Independent Directors' Motion To Dismiss With Prejudice The Complaint For Failure To Make A Rule 23.1 Demand is GRANTED and the complaint is dismissed with prejudice.

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United States District Judge

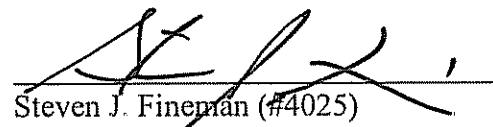
**IN THE UNITED STATES DISTRICT COURT  
DISTRICT OF DELAWARE**

**CERTIFICATE OF SERVICE**

I hereby certify that on September 10, 2007, I electronically filed the foregoing document with the Clerk of Court using CM/ECF which will send notification of such filing(s) and Hand Delivered to the following:

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